

March 18, 2011

VIA FIRST CLASS MAIL

Rock & Republic Enterprises, Inc.  
250 West Ivy Avenue  
Inglewood, CA 90302

Attention: Viet Do

Re: Rock & Republic Enterprises, et al. (the "Debtors")

Dear Mr. Do,

In accordance with the Order Pursuant to Bankruptcy Code Sections 105(a) and 331 establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered by the Honorable Arthur J. Gonzalez on April 29, 2010, annexed herewith is the billing statement of FTI Consulting, Inc. ("FTI") for the period from February 1, 2011 through February 28, 2011. As reflected in the billing statement, FTI requests \$41,171.50 compensation for professional services rendered and \$0.00 in expense reimbursements. If no objections are received within fifteen days of the submission of this billing statement, our bill should be promptly paid in the amount of **\$32,937.20** consisting of: (a) advisory fees in the amount of \$32,937.20, equivalent to eighty percent (80%) of the requested fees; and (b) \$0.00 in expenses.

To assist the parties in interest in reviewing our billing statement, we have annexed a fee summary and a disbursement summary. Should you have any comments or questions, please feel free to contact me at 212-841-9369.

Very truly yours,



Steven Simms  
Senior Managing Director

Encl.  
Service List

**Service List**

Rock & Republic Enterprises, Inc.  
250 West Ivy Avenue  
Inglewood, CA 90302  
Attn: Viet Do

Todtman, Nachamie, Spizz & Johns, P.C.  
425 Park Avenue  
New York, NY 10022  
Attn: Arthur Goldstein, Esq. and Alex Spizz, Esq.

Arent Fox LLP  
1675 Broadway  
New York, NY 10019  
Attn: Robert Hirsh

Office of the United States Trustee  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004  
Attn: Richard C. Morrissey, Esq.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

ROCK & REPUBLIC ENTERPRISES, INC., *et al.*,

Debtors.

Chapter 11

Case No. 10-17728 (AJG)

(Jointly Administered)

**TENTH STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT TO 11  
U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM MONTHLY  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS  
FOR THE PERIOD FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011**

The statement of FTI Consulting, Inc. ("FTI") as financial advisor to the Official Committee of Unsecured Creditors of Rock & Republic Enterprises, Inc. ("R&R") and Triple R., Inc. ("TR"), debtors and debtors in possession, (collectively, the "Debtors") in accordance with the Order Pursuant to sections 105(a) and 331, of title 11, United States Code establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "Order") entered by the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on April 29, 2010, does respectfully represent and allege as follows:

1. The fees and disbursements recorded during the period from February 1, 2011 through and including February 28, 2011 (the "Tenth Period") amount to:

Fees Incurred for Tenth Period	\$41,171.50
Fees Requested for Tenth Period (80% Fees Incurred)	32,937.20
 Fees	 \$32,937.20
Disbursements	<u>0.00</u>
<b>TOTAL</b>	<b>\$32,937.20</b>

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Tenth Period. Total fees for the Tenth Period based on actual billing rates were \$41,171.50 for a total of 59.4 hours incurred. FTI seeks 80% of the requested fees in the amount of \$32,937.20 and 100% of expenses in the amount of \$0.00 for the Tenth Period.

2. The professionals providing services and the aggregate hours spent by each professional during the Tenth Period are set forth in the schedule annexed hereto as Exhibit "A."

3. A summary of services rendered and time charges under each service category during the Tenth Period are set forth in the schedule annexed hereto as Exhibit "B."


4. Detailed time entry by services rendered during the Tenth Period is set forth in the schedule annexed hereto as Exhibit "C."

5. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths (1/10) of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits as set forth in the Administrative Orders of the United States Bankruptcy Court for the Southern District of New York dated August 10, 1991 and August 19, 1995.

Dated: New York, New York  
March 18, 2011

FTI CONSULTING, INC.  
Financial Advisors to the Official Committee of Unsecured  
Creditors of Rock & Republic Enterprises, Inc., et al.

By:

  
Steven Simms  
Senior Managing Director  
Three Times Square  
New York, New York 10036  
(212) 841-9369

**\*\* The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtor without further Notice and without a hearing unless, within fifteen (15) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals**

Check and wire transfer instructions are as follows:

**By Check Remit to:**  
FTI Restructuring  
PO Box 631916  
Baltimore, MD 21263-1916

**By Wire Transfer Remit to:**  
ABA # 026009593  
Bank of America  
FTI Consulting, Inc.  
Account #003939577164  
Tax ID #22-3026953

Project No. 423829.0001

**EXHIBIT A**  
**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
**SUMMARY OF HOURS BY PROFESSIONAL**  
**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Simms, Steven	Senior Managing Director	\$895	6.2	\$5,549.00
Cordasco, Michael	Managing Director	745	39.1	29,129.50
Pace, Kathryn	Senior Consultant	530	10.6	5,618.00
Hellmund-Mora, Marili	Associate	250	3.5	875.00
<b>TOTAL</b>			<b>59.4</b>	<b>\$41,171.50</b>

**EXHIBIT B**  
**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
**SUMMARY OF HOURS BY TASK**  
**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Current Operating Results & Events	3.8	\$2,723.50
2	Cash & Liquidity Analysis	3.7	2,756.50
6	Asset Sales	3.5	2,682.50
10	Analysis of Tax Issues	0.2	149.00
11	Prepare for and Attend Court Hearings	0.7	521.50
13	Analysis of Other Miscellaneous Motions	1.1	819.50
14	Analysis of Claims/Liab Subject to Compromise	9.0	6,705.00
17	Wind Down Monitoring	26.5	18,493.50
18	Potential Avoidance Actions & Litigation	1.1	819.50
20	General Mtgs with Debtor & Debtors' Professionals	0.5	417.50
21	General Mtgs with UCC & UCC Counsel	4.8	3,526.00
24	Preparation of Fee Application	4.5	1,557.50
<b>TOTAL</b>		<b>59.4</b>	<b>\$41,171.50</b>

**EXHIBIT C**  
**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	2/4/2011	Cordasco, Michael	0.3	Review inventory roll forward and list of checks paid.
1	2/7/2011	Cordasco, Michael	0.4	Review A/P and check register.
1	2/8/2011	Cordasco, Michael	0.2	Review revised inventory roll forward.
1	2/15/2011	Cordasco, Michael	0.5	Review November MOR.
1	2/15/2011	Cordasco, Michael	0.5	Review issued checks and expense reimbursement forms.
1	2/18/2011	Cordasco, Michael	0.4	Review and summarize recent A/P aging.
1	2/21/2011	Cordasco, Michael	0.4	Review proposed commission payment calculations.
1	2/22/2011	Pace, Kathryn	0.5	Participate in discussion with Counsel re: letter on executive expenses and commission payments.
1	2/22/2011	Cordasco, Michael	0.3	Review check detail and inventory summary.
1	2/23/2011	Cordasco, Michael	0.3	Review draft letter to Debtors re: expense reimbursement.
<b>Task Code 1</b>			<b>3.8</b>	
2	2/1/2011	Cordasco, Michael	0.5	Participate in call with Debtor re: actual cash flows.
2	2/7/2011	Cordasco, Michael	0.2	Correspond with Debtors re: cash flow forecast.
2	2/7/2011	Cordasco, Michael	0.5	Review revised cash flow analysis.
2	2/8/2011	Cordasco, Michael	0.4	Participate in call with Debtor re: liquidity.
2	2/8/2011	Cordasco, Michael	0.3	Prepare request list re: cash flows.
2	2/15/2011	Cordasco, Michael	0.5	Review updated cash flow analysis.
2	2/15/2011	Cordasco, Michael	0.4	Participate in cash call with Debtors.
2	2/22/2011	Cordasco, Michael	0.4	Participate in call with Debtors re: liquidity.
2	2/22/2011	Cordasco, Michael	0.5	Review updated liquidity analysis.
<b>Task Code 2</b>			<b>3.7</b>	
6	2/1/2011	Simms, Steven	0.3	Participate in call with buyer re: IP issues.



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**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
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**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
6	2/4/2011	Cordasco, Michael	0.7	Participate in call with potential buyer re: status update.
6	2/8/2011	Cordasco, Michael	0.2	Participate in call with Counsel re: sale status.
6	2/10/2011	Cordasco, Michael	0.4	Review closing checklist re: sale.
6	2/10/2011	Cordasco, Michael	0.4	Participate in call with Debtor and potential purchaser.
6	2/11/2011	Simms, Steven	0.2	Participate in call with buyer re: case issues.
6	2/17/2011	Cordasco, Michael	0.4	Participate in call with potential purchaser re: sale status.
6	2/24/2011	Cordasco, Michael	0.3	Participate in call with potential purchaser re: sale status.
6	2/25/2011	Cordasco, Michael	0.6	Participate in call with potential purchaser re: wind down.
<b>Task Code 6</b>			<b>3.5</b>	
10	2/16/2011	Cordasco, Michael	0.2	Handle issues re: 2009 and 2010 tax filings.
<b>Task Code 10</b>			<b>0.2</b>	
11	2/7/2011	Cordasco, Michael	0.2	Prepare for fee hearing.
11	2/9/2011	Cordasco, Michael	0.5	Attend fee hearing.
<b>Task Code 11</b>			<b>0.7</b>	
13	2/7/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: scheduled hearings and voting.
13	2/22/2011	Cordasco, Michael	0.5	Review draft confirmation order.
13	2/23/2011	Cordasco, Michael	0.3	Review motion summaries prepared by Counsel.
<b>Task Code 13</b>			<b>1.1</b>	
14	2/1/2011	Cordasco, Michael	0.3	Review claims record for voting purposes.
14	2/2/2011	Cordasco, Michael	0.3	Review revised claims analysis and voting purposes.
14	2/8/2011	Cordasco, Michael	0.5	Participate in call with Counsel re: lease rejection claims and post trial brief.
14	2/9/2011	Cordasco, Michael	0.9	Review New Pacific damage calculations.

**EXHIBIT C**  
**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
14	2/9/2011	Cordasco, Michael	0.7	Prepare lease damage calculations for post trial brief.
14	2/9/2011	Cordasco, Michael	0.5	Participate in call with Counsel re: damage calculations.
14	2/9/2011	Cordasco, Michael	0.3	Review Debtor damage claim calculations.
14	2/9/2011	Cordasco, Michael	0.4	Update lease rejection calculations.
14	2/10/2011	Cordasco, Michael	0.5	Review draft post-trial brief re: New Pacific.
14	2/10/2011	Cordasco, Michael	0.2	Review stipulation between Debtor and New Pacific.
14	2/10/2011	Cordasco, Michael	0.6	Revise lease rejection claim calculations.
14	2/10/2011	Cordasco, Michael	0.4	Participate in call with Counsel re: post trial brief.
14	2/11/2011	Cordasco, Michael	0.5	Review revised draft post-trial brief.
14	2/11/2011	Cordasco, Michael	0.4	Update damage calculation analysis.
14	2/11/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: New Pacific claim.
14	2/11/2011	Cordasco, Michael	0.7	Review and update damage claim calculations.
14	2/14/2011	Cordasco, Michael	0.3	Review revised post-trial brief - New Pacific.
14	2/14/2011	Cordasco, Michael	0.4	Participate in call with Debtor re: claims update.
14	2/14/2011	Cordasco, Michael	0.2	Participate in call with Counsel re: claims update.
14	2/14/2011	Cordasco, Michael	0.6	Review of post-trial briefs filed by Debtors and New Pacific.
<b>Task Code 14</b>			<b>9.0</b>	
17	2/14/2011	Simms, Steven	0.3	Review document re: wind down items.
17	2/15/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: liquidating trust agreement update.
17	2/15/2011	Cordasco, Michael	0.3	Respond to inquiries from liquidating trustee candidate.
17	2/16/2011	Simms, Steven	0.3	Review items related to liquidating trust.

**EXHIBIT C**  
**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
17	2/16/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: liquidating trustee role.
17	2/16/2011	Cordasco, Michael	0.4	Participate in call with Debtor re: wind down budget.
17	2/16/2011	Simms, Steven	0.4	Review document re: liquidating trust issues.
17	2/17/2011	Cordasco, Michael	0.4	Participate in call with Counsel re: liquidating trust.
17	2/18/2011	Cordasco, Michael	0.8	Set up wind down budget.
17	2/18/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: liquidating trust.
17	2/18/2011	Cordasco, Michael	1.3	Review and edit wind down budget.
17	2/18/2011	Simms, Steven	0.2	Review document re: liquidating trust issues.
17	2/21/2011	Cordasco, Michael	0.7	Participate in call with Debtors re: wind down assumptions.
17	2/21/2011	Cordasco, Michael	0.4	Prepare listing of open items re: wind down budget.
17	2/21/2011	Cordasco, Michael	0.5	Review and update wind down budget.
17	2/22/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: liquidating trust.
17	2/22/2011	Cordasco, Michael	0.3	Review document re: professional fee payments at emergence.
17	2/22/2011	Cordasco, Michael	1.1	Review and update wind down budget.
17	2/24/2011	Simms, Steven	0.4	Review items related to liquidating trust budget.
17	2/24/2011	Pace, Kathryn	3.5	Prepare professional fee schedule of wind down budget.
17	2/24/2011	Pace, Kathryn	2.0	Continue to draft professional fee schedule of wind down budget.
17	2/24/2011	Cordasco, Michael	0.4	Review and update professional fee payment analysis.
17	2/24/2011	Cordasco, Michael	0.4	Review document re: wind down budget.
17	2/25/2011	Simms, Steven	0.5	Update liquidating trust budget.
17	2/25/2011	Pace, Kathryn	2.6	Update wind down budget with professional fee payments made to date.
17	2/25/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: wind down budget.

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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
17	2/25/2011	Cordasco, Michael	1.6	Review and update wind down budget.
17	2/25/2011	Simms, Steven	1.1	Prepare for and participate on call related to liquidating trust agreement.
17	2/28/2011	Simms, Steven	0.8	Review and revise items re: liquidating trust budget.
17	2/28/2011	Pace, Kathryn	0.5	Review Atlas' retention order for purposes of the professional fee analysis.
17	2/28/2011	Cordasco, Michael	0.5	Review and update wind down budget.
17	2/28/2011	Cordasco, Michael	0.3	Participate in call with Debtors re: wind down budget.
17	2/28/2011	Cordasco, Michael	0.4	Update wind down budget.
17	2/28/2011	Cordasco, Michael	0.8	Participate in call with Counsel re: liquidating trust.
17	2/28/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: wind down budget modifications.
17	2/28/2011	Cordasco, Michael	1.5	Review and update wind down budget.
<b>Task Code 17</b>			<b>26.5</b>	
18	2/2/2011	Cordasco, Michael	0.3	Participate in call with Counsel re: litigation update.
18	2/4/2011	Cordasco, Michael	0.8	Participate in call with Debtors' Counsel re: Litigation status.
<b>Task Code 16</b>			<b>1.1</b>	
20	2/4/2011	Simms, Steven	0.3	Participate in call with Debtor and buyer re: case issues.
20	2/4/2011	Cordasco, Michael	0.2	Participate in call with Debtor re: case issues.
<b>Task Code 20</b>			<b>0.5</b>	
21	2/1/2011	Simms, Steven	0.4	Participate in call with creditors re: case issues.
21	2/1/2011	Cordasco, Michael	0.7	Participate in call with Committee re: status update..
21	2/8/2011	Simms, Steven	0.3	Participate in call with creditor re: sale issues.
21	2/17/2011	Simms, Steven	0.4	Participate in call with creditors re: sale and case issues.
21	2/17/2011	Cordasco, Michael	0.6	Participate in call with Committee re: status update.

**EXHIBIT C**  
**ROCK & REPUBLIC ENTERPRISES, INC., CASE NO. 10-11728**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD FEBRUARY 1, 2011 TO FEBRUARY 28, 2011**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
21	2/17/2011	Cordasco, Michael	0.2	Prepare for call with Committee.
21	2/22/2011	Pace, Kathryn	1.0	Participate in call with Committee re: status update.
21	2/22/2011	Cordasco, Michael	1.0	Participate in call with Committee re: status update.
21	2/22/2011	Cordasco, Michael	0.2	Prepare for Committee call.
<b>Task Code 21</b>			<b>4.8</b>	
24	2/10/2011	Hellmund-Mora, Marili	1.1	Prepare January fee application.
24	2/10/2011	Hellmund-Mora, Marili	0.6	Generate WIP, review time and expense entries.
24	2/11/2011	Hellmund-Mora, Marili	0.9	Update fee application.
24	2/17/2011	Pace, Kathryn	0.5	Review January bill and provide comments.
24	2/17/2011	Cordasco, Michael	0.2	Review January fee application.
24	2/17/2011	Hellmund-Mora, Marili	0.5	Update January fee application.
24	2/18/2011	Simms, Steven	0.3	Review January bill.
24	2/23/2011	Hellmund-Mora, Marili	0.4	Process bill, generate invoice and correspond re: approvals and reconciliation.
<b>Task Code 24</b>			<b>4.5</b>	
<b>Grand Total</b>			<b>59.4</b>	